

RECORDATION NO. **24852-B** FILED

DEC 28 '07 -10 0 0 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1984)

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December 28, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Lease Termination Agreement, dated as of December 18, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 24852.

The names and addresses of the parties to the enclosed document are:

Lessor:	GATX Corporation (successor by merger to GATX Financial Corporation) 500 Monroe Street Chicago, IL 60661
Lessee:	Georgia Power Company PO Box 4545 Atlanta, GA 30302

Mr. Vernon A. Williams
December 28, 2007
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A description of the railroad equipment covered by the enclosed document is:

75 railcars within the series GSTX 86024 – GSTX 86426 (formerly within the series SDEX 010056 - SDEX 010770) as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Partial Lease Termination Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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Partial Lease Termination Agreement

SURFACE TRANSPORTATION BOARD

This Partial Lease Termination Agreement dated as of December 18, 2007 (this "Agreement") is entered into by and between GATX Corporation, successor by merger to GATX Financial Corporation ("Lessor"), and Georgia Power Company, a Georgia corporation ("Lessee").

WHEREAS, Lessor and Lessee are parties to a Railcar Master Lease Agreement dated as of March 8, 2004 (with all riders thereto and as amended and supplemented, the "Lease") filed and recorded with the Surface Transportation Board under recordation number 24852 on March 12, 2004, pursuant to which Lease, Lessor leased certain railroad cars to Lessee, all as more particularly described therein (the "Railroad Equipment").

WHEREAS, Lessee has released from the Lease the items of Railroad Equipment listed on Schedule A hereto (the "Released Railroad Equipment") for sale by Lessor free and clear of the encumbrance of the Lease;

WHEREAS, all of the Released Railroad Equipment has been sold to a purchaser as of a purchase and sale agreement dated of the date hereof and Lessor has no further rights thereto or interest therein.

NOW THEREFORE, in consideration of the mutual covenants and agreements contained herein and in the letter agreement between the parties dated August 14, 2007, the parties agree as follows:

1. The Lease shall be terminated as of December 26, 2007 with respect to the Released Railroad Equipment and neither party shall have any further obligation to the other there under with respect to the Released Railroad Equipment.
2. This Agreement shall be filed with the Surface Transportation Board as evidence of such termination.
3. This Agreement may be executed in one or more counterparts any one of which need not contain the signatures of more than one party, but all such counterparts taken together will constitute one and the same instrument.

[signature page follows]

GATX Corporation

By: Thomas A. Ellman

Name: Thomas A. Ellman

Title: Vice-President

Georgia Power Company

By: Charles S. Rucker

Name: Charles S. Rucker

Title: Fuels Services Manager

State of Illinois)
County of Cook) SS.

On this 21st day of December, 2007, before me personally appeared THOMAS A. ELLMAN, to me personally known, who, being by me duly sworn, says that (s)he is a VICE-PRESIDENT of GATX Corporation and that said instrument was signed on behalf of said Corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of the Corporation.

"OFFICIAL SEAL"
MARY ANN BUBAN
Notary Public, State of Illinois
My Commission Expires Dec. 8, 2011
~~State of Alabama~~

County of Jefferson) SS.

Mary Ann Buban
Notary Public

On this 20th day of December, 2007, before me personally appeared Charles S. Rucker, to me personally known, who, being by me duly sworn, says that he is the Fuel Services Manager of Georgia Power Company and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

Isabel Quinones
Notary Public

Notary Public
ISABEL QUINONES
State of Alabama
My Commission Expires April 1, 2011

Exhibit A
LIST OF CARS

	Car Number - Operating	Built Date	Light Weight In Lbs
1	GSTX086024	Aug-75	66200
2	GSTX086139	Mar-78	67100
3	GSTX086140	Mar-78	66400
4	GSTX086141	Mar-78	66500
5	GSTX086142	Mar-78	66500
6	GSTX086184	May-78	67100
7	GSTX086185	May-78	67100
8	GSTX086186	May-78	67200
9	GSTX086187	May-78	66700
10	GSTX086188	May-78	67000
11	GSTX086189	May-78	67100
12	GSTX086190	May-78	67100
13	GSTX086191	May-78	66600
14	GSTX086192	May-78	66900
15	GSTX086193	May-78	66800
16	GSTX086194	May-78	67100
17	GSTX086195	May-78	67000
18	GSTX086339	Dec-80	65700
19	GSTX086340	Dec-80	65500
20	GSTX086341	Dec-80	65600
21	GSTX086342	Dec-80	65400
22	GSTX086343	Dec-80	65500
23	GSTX086344	Dec-80	65200
24	GSTX086345	Dec-80	65500
25	GSTX086346	Dec-80	65400
26	GSTX086347	Dec-80	65400
27	GSTX086348	Dec-80	65000
28	GSTX086349	Dec-80	65500
29	GSTX086380	Sep-78	64500
30	GSTX086381	Sep-78	66300
31	GSTX086382	Sep-78	67800
32	GSTX086383	Sep-78	66200
33	GSTX086384	Sep-78	65900
34	GSTX086385	Oct-78	65800
35	GSTX086386	Oct-78	66000
36	GSTX086387	Oct-78	66200
37	GSTX086388	Oct-78	65900
38	GSTX086389	Oct-78	64500
39	GSTX086390	Oct-78	65900
40	GSTX086391	Oct-78	65800
41	GSTX086392	Oct-78	66000
42	GSTX086393	Oct-78	66100
43	GSTX086394	Oct-78	66200

44	GSTX086395	Oct-78	64200
45	GSTX086396	Oct-78	64200
46	GSTX086397	Oct-78	66000
47	GSTX086398	Oct-78	66200
48	GSTX086399	Oct-78	65000
49	GSTX086400	Oct-78	64600
50	GSTX086401	Oct-78	66100
51	GSTX086402	Oct-78	65800
52	GSTX086403	Oct-78	66100
53	GSTX086404	Oct-78	65900
54	GSTX086405	Oct-78	64800
55	GSTX086406	Oct-78	66000
56	GSTX086407	Oct-84	66300
57	GSTX086408	Oct-84	66100
58	GSTX086409	Oct-84	66300
59	GSTX086410	Oct-84	66200
60	GSTX086411	Oct-84	66200
61	GSTX086412	Oct-84	66100
62	GSTX086413	Oct-84	65500
63	GSTX086414	Oct-84	66100
64	GSTX086415	Oct-84	66500
65	GSTX086416	Oct-84	66500
66	GSTX086417	Oct-84	66700
67	GSTX086418	Oct-84	66400
68	GSTX086419	Sep-84	65700
69	GSTX086420	Sep-84	65300
70	GSTX086421	Sep-84	65500
71	GSTX086422	Sep-84	65600
72	GSTX086423	Sep-84	65700
73	GSTX086424	Sep-84	65800
74	GSTX086425	Sep-84	65800
75	GSTX086426	Sep-84	65800

SDEX Restencilled to GSTX

10/21/2005

Indicates SDEX cars not restencilled

Indicates SDEX cars that have been restencilled to GSTX

SDEX010056	Restencilled to	GSTX86024
SDEX010078	Restencilled to	GSTX86039
SDEX010080	Restencilled to	GSTX86040
SDEX010083	Restencilled to	GSTX86041
SDEX010084	Restencilled to	GSTX86042
SDEX010161	Restencilled to	GSTX86084
SDEX010163	Restencilled to	GSTX86085
SDEX010164	Restencilled to	GSTX86086
SDEX010165	Restencilled to	GSTX86087
SDEX010167	Restencilled to	GSTX86088
SDEX010170	Restencilled to	GSTX86089
SDEX010171	Restencilled to	GSTX86090
SDEX010172	Restencilled to	GSTX86091
SDEX010176	Restencilled to	GSTX86092
SDEX010177	Restencilled to	GSTX86093
SDEX010179	Restencilled to	GSTX86094
SDEX010180	Restencilled to	GSTX86095
SDEX010638	Restencilled to	GSTX86339
SDEX010639	Restencilled to	GSTX86340
SDEX010642	Restencilled to	GSTX86341
SDEX010643	Restencilled to	GSTX86342
SDEX010644	Restencilled to	GSTX86343
SDEX010645	Restencilled to	GSTX86344
SDEX010646	Restencilled to	GSTX86345
SDEX010647	Restencilled to	GSTX86346
SDEX010650	Restencilled to	GSTX86347
SDEX010651	Restencilled to	GSTX86348
SDEX010656	Restencilled to	GSTX86349
SDEX010707	Restencilled to	GSTX86380
SDEX010708	Restencilled to	GSTX86381
SDEX010711	Restencilled to	GSTX86382
SDEX010712	Restencilled to	GSTX86383
SDEX010713	Restencilled to	GSTX86384
SDEX010714	Restencilled to	GSTX86385
SDEX010715	Restencilled to	GSTX86386
SDEX010716	Restencilled to	GSTX86387
SDEX010717	Restencilled to	GSTX86388
SDEX010719	Restencilled to	GSTX86389
SDEX010721	Restencilled to	GSTX86390
SDEX010722	Restencilled to	GSTX86391
SDEX010725	Restencilled to	GSTX86392
SDEX010727	Restencilled to	GSTX86393
SDEX010729	Restencilled to	GSTX86394
SDEX010730	Restencilled to	GSTX86395
SDEX010731	Restencilled to	GSTX86396

SDEX Restencilled to GSTX

10/21/2005

Indicates SDEX cars not restencilled

Indicates SDEX cars that have been restencilled to GSTX

SDEX010734	Restencilled to	GSTX86397
SDEX010735	Restencilled to	GSTX86398
SDEX010736	Restencilled to	GSTX86399
SDEX010737	Restencilled to	GSTX86400
SDEX010738	Restencilled to	GSTX86401
SDEX010742	Restencilled to	GSTX86402
SDEX010744	Restencilled to	GSTX86403
SDEX010746	Restencilled to	GSTX86404
SDEX010747	Restencilled to	GSTX86405
SDEX010749	Restencilled to	GSTX86406
SDEX010750	Restencilled to	GSTX86407
SDEX010751	Restencilled to	GSTX86408
SDEX010752	Restencilled to	GSTX86409
SDEX010753	Restencilled to	GSTX86410
SDEX010754	Restencilled to	GSTX86411
SDEX010755	Restencilled to	GSTX86412
SDEX010756	Restencilled to	GSTX86413
SDEX010757	Restencilled to	GSTX86414
SDEX010758	Restencilled to	GSTX86415
SDEX010760	Restencilled to	GSTX86416
SDEX010761	Restencilled to	GSTX86417
SDEX010762	Restencilled to	GSTX86418
SDEX010763	Restencilled to	GSTX86419
SDEX010764	Restencilled to	GSTX86420
SDEX010765	Restencilled to	GSTX86421
SDEX010766	Restencilled to	GSTX86422
SDEX010767	Restencilled to	GSTX86423
SDEX010768	Restencilled to	GSTX86424
SDEX010769	Restencilled to	GSTX86425
SDEX010770	Restencilled to	GSTX86426